

Director
Securities Operations Department

20 Broad Street
New York, NY 10005

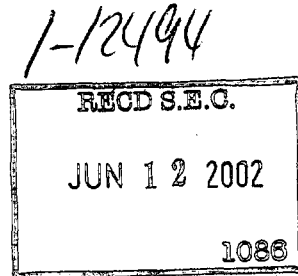
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June 12, 2002



02044105



Ms. Krista M. Hughes
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 1004 -- STOP/1-4
450 Fifth Street, NW
Judiciary Plaza
Washington, DC 20549

Dear Ms. Hughes:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, CBL & Associates Properties, Inc., 8.75% Series B Cumulative Redeemable Preferred Stock, \$.01 par value and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on June 12, 2002. Tentative listing date – June 14, 2002.

Sincerely,

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THOMSON
FINANCIAL /p